

**BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Application of

PUGET SOUND ENERGY, INC.

For Approval of Certain Property
Transfers in Connection with Master
Service Agreement with Quanta
Services, Inc.

Docket No. UE-_____

ORDER (PROPOSED)

BACKGROUND

1. On March __, 2002, Puget Sound Energy, Inc. ("PSE" or the "Company"), filed an application with the Washington Utilities and Transportation Commission (the "Commission") under the provisions of RCW 80.12.020 for an order from the Commission authorizing the Company to lease certain real property, to license the use of certain Company assets, and to transfer certain equipment and vehicles to Quanta Services, Inc. ("Quanta").
2. RCW 80.12.020 provides that no public service company shall sell, lease, assign or otherwise dispose of the whole or any part of its franchises, properties or facilities whatsoever, which are necessary or useful in the performance of its duties to the public, . . . without having secured from the commission an order authorizing it to do so.
3. This matter was brought before the Commission at its _____ regularly scheduled open meeting. The Commissioners, having been fully advised in the matter, and having determined the proposed transaction consistent with the public interest under WAC 480-143-170, directed the Secretary to enter the following order and related provisions.

FINDINGS

THE COMMISSION FINDS:

4. The Company is engaged in the business of furnishing electric and gas service within the state of Washington as a public service company, and is subject to the jurisdiction of this Commission.

5. The Company's application in this Docket contains: (a) a description of the transactions and (b) a statement as to why the proposed transactions are in the public interest.
6. The [personal property is not necessary or useful in the performance of the Company's duties to the public and the] transactions are in the public interest.
7. An order consistent with the above findings should be entered.

ORDER

THE COMMISSION ORDERS:

8. The Company is authorized to lease the real property to Quanta as provided in the Lease Agreements filed with the application;
9. The Company is authorized to license Quanta to use certain PSE Assets as provided in the Quanta MSA and the Lease Agreements filed with the application; and
10. [Prior Commission approval of the proposed personal property transfer described in the Agreement for Purchase and Sale of Personal Property, filed with the application, is not required because the proposed personal property to be transferred to Quanta is not necessary or useful to the Company in the performance of its duties to the public under RCW 80.12.020 and WAC 480-143-120 and 180]

[or, in the alternative;]

[the Company is authorized to transfer the personal property described in the Agreement for Purchase and Sale of Personal Property, filed with the application, to Quanta].
11. This order will in no way affect the authority of this Commission over rates, services, accounts, valuations, estimates or determination of costs, or any matter whatsoever that may come before it, nor will anything herein be construed as an acquiescence in any estimate or determination of cost, or any valuation of property claimed or asserted.
12. The reasonableness of any fees, charges, rates, purchase price, or accounting allocations involved in carrying out the provisions of ordering paragraph Nos. 8, 9 and 10 of this Order are neither approved nor disapproved in this proceeding.

Dated at Olympia, Washington, and effective this ____ day of _____, 2002.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

CAROLE J. WASHBURN
Secretary